

NATIONS TRUST BANK PLC
CIRCULAR TO SHAREHOLDERS

Dear Shareholder/s,

Your Company made a profit of Rs. 1,276Mn for the six months ended 30th June 2019 (Group Rs. 1,414Mn). Total shareholders' Funds increased from Rs. 26,462Mn to Rs. 28,180Mn and Group Equity increased from Rs. 27,059Mn to Rs. 28,915Mn as reflected in the Financial Statements as at 30th June 2019. Figures shown herein are extracted from the interim published financial statements.

Having identified the need to strengthen the Tier II Capital Base as per BASEL III requirements, which will facilitate the Company's forecasted asset growth, the Board of Directors of Nations Trust Bank PLC ("Company/Bank"), at its meeting held on 27th February 2019, 30th April 2019 and 30th August 2019 decided and recommended the following:

- 1.1. **ISSUE OF THIRTY FIVE MILLION (35,000,000) BASEL III COMPLIANT, TIER 2, LISTED, RATED, UNSECURED, SUBORDINATED REDEEMABLE FIVE (05) YEAR DEBENTURES (2019-2024) AND SEVEN YEAR DEBENTURES (2019-2026) WITH A NON VIABILITY CONVERSION AS DIRECTED BY THE CENTRAL BANK OF SRI LANKA AT THE PAR VALUE OF SRI LANKAN RUPEES ONE HUNDRED (LKR 100/-) EACH BY NATIONS TRUST BANK PLC WITH AN OPTION TO ISSUE UP TO A FURTHER TEN MILLION (10,000,000) OF SAID DEBENTURES IN THE EVENT OF AN OVERSUBSCRIPTION OF THE INITIAL ISSUE TO RAISE UPTO A MAXIMUM AMOUNT OF SRI LANKAN RUPEES FOUR THOUSAND FIVE HUNDRED MILLION (LKR 4,500,000,000/-)**

The Bank will issue Debentures to Qualified Investors to raise a sum up to Sri Lankan Rupees Three Thousand Five Hundred Million (LKR 3,500,000,000/-) with an option to increase the said sum by up to a further Sri Lankan Rupees One Thousand Million (LKR 1,000,000,000/-) in the event of an oversubscription of the initial issue

ABOVE ISSUE IS SUBJECT TO THE APPROVAL OF THE COLOMBO STOCK EXCHANGE ("CSE") & CENTRAL BANK OF SRI LANKA ("CBSL") AND ISSUED UNDER THE RULES AND REGULATIONS OF THE CSE, SECURITIES & EXCHANGE COMMISSION OF SRI LANKA (AS APPLICABLE) AND CBSL SUBJECT TO BASEL III GUIDELINES ISSUED BY CBSL

The final rating for the proposed Debenture Issue which will have a convertible feature in compliance with BASEL III requirements will be issued by Fitch Ratings Lanka Ltd. This will be subsequent to a special resolution being passed by the shareholders, at the Extraordinary General Meeting (EGM) and CBSL approval. The Final Rating report will be incorporated in the Debenture Prospectus. Fitch Ratings Lanka Limited has assigned an expected National Long Term Rating of A-(lka)(EXP) to these Debentures.

The proposed Debentures will be redeemed after five (5) and seven (7) years from the date of allotment of such Debentures and the principal sum and unpaid and accrued interest (if any) payable on the redemption of Debentures will be paid not later than three (03) Market days from the date of redemption, unless a 'Trigger Event' occurs as detailed in the circular.

2. Issuance of Securities

Regulatory Environment and Capital Requirements

As per the current regulatory guidelines all subordinated debt by licensed commercial banks needs to be in compliance with BASEL III requirements effective 1 July 2017. According to Basel III guidelines, all subordinated debt issuances should include a feature to convert to equity and, the Bank has decided to apply a conversion clause based on the Simple Average of Volume Weighted Average Price of an Ordinary Voting Share of the Bank as published by the CSE during the three-month period immediately preceding the date of a Trigger Event. The conversion of Debentures to Ordinary Voting Shares will be in accordance with the applicable laws and regulations, and the new shares will be listed on the CSE and guided by the instructions of the Monetary Board of the Central Bank of Sri Lanka with regard to the application of Single Holder Limit at the time of conversion of the Debentures into Ordinary Voting Shares (ie any regulations applicable on "material interest that a shareholder may hold" in terms of the Banking Act No 30 of 1988.)

3. Objectives and related Risks of the Issue

3.1. Objectives of the Issue

Funds raised through the Debenture Issue are expected to further improve the Capital Adequacy of the Bank's Balance Sheet and will improve the risk profile of the Bank enabling favourable funding options. The subordinated nature and medium to long term duration of the Debentures issued in compliance with the requirements under BASEL III will enable the Bank to strengthen the Tier II Capital Base as per BASEL III requirements. Approval will be obtained from CBSL to include the Debentures (BASEL III compliant) as Tier II Capital of the Company.

The Debentures will provide the necessary medium term stable funding to expand the lending portfolio of the Bank. Given that our portfolio consists of a sizable medium term loan portfolio in addition to the standard short term loans, raising five (5) and seven (7) year funds will further improve the Bank's funding profile by reducing the tenor mismatch between the shorter term liabilities and the medium term assets. This will reduce interest rate risk exposure of the Bank by reducing the funding gaps.

Proceeds of this issue would be disbursed as detailed below.

The Bank intends to utilize the entire proceeds of the Issue to expand the Bank's loan book via diverse lending products in the ordinary course of business over a period of six (6) to eighteen (18)

months based on the current credit demand. The Bank will utilize the proceeds generated through the Debentures to fund both existing and future growth of medium term assets.

Furthermore, the Loan Growth/(Contraction) on a quarterly basis for 2018/2019 is as follows

Time Period/2018/2019	Q - 3_'18	Q - 4_'18	Q - 1_'19	Q - 2_'19
Loan Growth/(Contraction)	9,631Mn	1,971Mn	13,847Mn	(4,192)Mn

NTB has utilized the proceeds of all the previous Debenture Issues towards achieving the objectives of the respective issues. Bank undertakes to disclose the progress of the utilization of the proceeds of the proposed Debenture Issue in their future interim and annual financial statements, until funds are fully utilized and the exact nature of the relevant disclosures to be made shall be disclosed in the Prospectus.

3.2. Specific Risks against the Objectives of the Issue

Since the proposed Debenture Issue is to raise a sum up to Rs. 3.5 Billion with an option to increase the said sum by up to a further Rs. 1Billion in the event of an oversubscription of the initial issue and demand for credit continues to grow in the market, there is no specific risk factor that may lead to non-achievement of the objectives as per the stipulated timelines. Until such time the Debenture proceeds are utilized for the specified disbursements, any unutilized Debenture proceeds will be invested in Government Securities or any other suitable investment instrument/(s) at the discretion of the Asset and Liability Committee ("ALCO") of the Bank. In the event the Debenture proceeds are not fully utilized as per the stated objectives, it will lead to a reduction in net interest margins as the remaining funds would be invested in Government Securities as opposed to Loans which generate higher Net Interest Margin.

Proceeds of the Issue will be disbursed in the ordinary course of business subject to all applicable regulations and as at the date of this circular, the Company has not earmarked any related parties for lending of the proceeds of the Issue.

In the event of any shortfall of funds to be generated from the proposed Debenture Issue, the Company will adjust the asset growth to comply with the BASEL III requirements. However, we do not envisage any under-subscription to the Issue as we have experienced very high demand for Bank's debt securities in the past. It is noteworthy to mention that the Bank maintains strong relationships with large fund management institutions such as Provident Funds and Insurance Companies who have been major investors in the past. No further shareholder approval will be required in the event the Debenture Issue is not fully subscribed or if the time lines stated above are amended as thought fit by the Bank.

4. Capital and Current Capital Adequacy Status

The Bank has complied with the CBSL Basel III minimum capital adequacy requirement as at 30th June 2019 with Total Tier I (including Capital Conservation Buffer) of 12.03% and Total Capital

Ratio (including Capital Conservation Buffer) of 14.98% as against the regulatory minimum requirements of 8.50% and 12.50% for Tier 1 and Total Capital from 1st January 2019.

However, the adoption of IFRS 9 accounting standards with effect from 01st January 2018, as well as increase in taxation, has negatively affected the internal capital generation of the Bank. In addition to the increased minimum capital which would be applicable with effect from 1st January 2019 (as indicated in the table below) as directed by CBSL, it is required to maintain counter cyclical capital buffers for system wide risk which could build up due to excess growth in aggregate credit and for pillar II requirements under the Basel III guidelines.

The forecasted improvement in ratios taking into account the intended proceeds of the Debenture Issue computed based on the financials as at 30th June 2019 under Basel III are as follows:

Components	Minimum Regulatory Requirement as at 1st January 2019	As at 30th June 2019	Expected (%), Subsequent to the Debenture Issue as at 31st December 2019	
			With LKR 3.5Bn	With LKR 4.5Bn
Common Equity Tier 1 including Capital Conservation Buffer	7.00%	12.03%	12.80%	12.80%
Total Tier 1 including Capital Conservation Buffer	8.50%	12.03%	12.80%	12.80%
Total Capital including Capital Conservation Buffer	12.50%	14.98%	16.81%	17.24%

5. Pre-emptive Subscription rights and risk associated with debentures

5.1. Waiver of pre-emptive rights

The Company's intention herein is to obtain shareholder approval for the issuance of Ordinary Voting Shares which may be occasioned through CBSL instructing the Company to exercise the convertible feature attached to these Debentures (The occurrence of the "Trigger Event") and to waive the pre-emptive rights of the existing Ordinary Voting Shareholders.

In order for the Debentures to be recognized as Tier II Capital of the Company under BASEL III as detailed in the Banking Act Direction No.1 of 2016 issued by the CBSL, the Debentures are required to have the following minimum features:

- Listed on a recognized Stock Exchange
- Subordinated
- Of a minimum Tenor of five (5) years and redeemable/callable only after the expiry of such period
- Rated by an acceptable Rating Agency

- Have a feature where, in the event that the Monetary Board of CBSL deems it appropriate and in the best interest of the Company, directs the Company to convert the Debentures into Ordinary Voting Shares of the Company (ranking equal and *paripassu* with the existing Ordinary Voting Shares of the Company) It could be done through issuance of new Ordinary Voting Shares to cover the total outstanding under the Debentures (the 'Trigger Event' referred to in this document)

5.2 Eligible Investors for BASEL III Compliant Debentures

Investment and trading in BASEL III compliant Debentures will be limited to Qualified Investors. A Qualified Investor for the purpose of determining eligibility to invest in issuances of BASEL III compliant debentures shall mean:

1. A commercial bank licensed by the Central Bank of Sri Lanka in terms of the Banking Act, No.30 of 1988 (as amended)
2. A specialized bank licensed by the Central Bank of Sri Lanka in terms of the Banking Act, No. 30 of 1988 (as amended)
3. A mutual fund, pension fund, Employee Provident Fund or any other similar pooled fund
4. A venture capital fund/company and private equity company
5. A finance company licensed by the Central Bank of Sri Lanka in terms of the Finance Business Act, No 42 of 2011 (as amended)
6. A company licensed by the Central Bank of Sri Lanka to carry on finance leasing business under the Finance Leasing Act, No. 56 of 2000 (as amended)
7. A company licensed by the Insurance Board of Sri Lanka to carry on insurance business in terms of the Regulation of the Insurance Industry Act, No. 43 of 2000 (as amended)
8. A corporate (listed or unlisted) which does not fall under the above categories and is incorporated under the Companies Act No.07 of 2007
9. An investment trust or investment company
10. A non-resident institutional investor
11. An individual with an initial investment of Rs. 5,000,000

5.3 Risks associated with Convertible Debentures

The convertible Debentures will carry Interest Rate Risk and Inflation Risk. It is vital to note however that these risks are not unique to Debentures issued by NTB and apply generally to any unsecured fixed income securities, fixed deposit or any other term or money market deposit.

- Inflation Risk is the possibility of a decline in the real value of cash flows of a Debenture, due to the increase in inflation. Since the coupon rate of a fixed rate Debenture is not adjusted upwards/downwards in line with inflation, Debentures carry an inflation risk. In the contrary, the interest rate of a floating rate Debenture is periodically adjusted on the basis of a selected benchmark interest rate and to the extent the benchmark rate properly reflects inflation, floating rate Debentures have less inflation risk as compared to fixed rate Debentures.
- In the secondary market the price of a typical Debenture will change in the opposite direction to a change in the market interest rates assuming all other factors are equal.

"Market Interest Rate" refers to interest rate expected by the investors for investments with similar maturity and risk profile.

- While the returns of equity capital shareholders vary with the income of the Bank, the debt capital holders would get a fixed return throughout the life of the instrument (as long as is not converted)

6. Terms & Method of Conversion

6.1 Occurrence of Trigger Event

A Trigger Event means a point or event at which the Monetary Board of the CBSL in terms of item 10 (iii)(a) and (b) of Web Based Return Code 20.2.3.1.1.1 of the Banking Act Direction No. 1 of 2016 dated 29th December 2016 (as may be amended from time to time) determines:

- (a) the Bank would become non-viable, without a write-down in terms of item 10(iii)(a) of the Web Based Return Code 20.2.3.1.1.1 of the said Directions; or
- (b) to make a public sector injection of capital, or equivalent support, without which the Bank would have become non-viable in terms of item 10(iii)(b) of the said Directions.

In the event of there being a likelihood of an occurrence of a Trigger Event, the Shareholders will be first called upon to subscribe to additional share capital. If the said shareholders are unable to subscribe for additional share capital upon the occurrence of the Trigger Event, the Company would issue Ordinary Voting Shares to the convertible Debenture Holders.

The CBSL circular dated 29 December 2016 on the web base returns specify in index reference 20.2.2.1.1.1.(ii) that, for such debentures to be qualified as Tier II Capital (under Basel III guidelines), they should have a convertibility clause which enables the Debentures to be converted to Ordinary Shares on the occurrence of a Trigger Event. Furthermore, the Bank is of the view that any conversion of debt to equity upon conversion should have same rights and privileges of the existing shareholders (ranking equal and *paripassu* with existing Ordinary Voting shares) and hence deem appropriate to convert to Ordinary Voting Shares.

The Company on receipt of a Trigger Event notification from the Monetary Board of the CBSL will immediately make a market announcement of the same and further announce the "price" and "dates" (i.e. Trigger Event date & date of allotment) pertaining to such conversion of Debentures to Ordinary Voting Shares.

6.2 Conversion Ratio and Applicable Time Lines

Upon the occurrence of the Trigger Event, the Company shall be required and entitled to issue and allot within twenty (20) days, Ordinary Voting Shares of the Company ranking equal and *paripassu* with the existing Ordinary Voting Shares, to the Debenture Holders up to the outstanding balance of such Debentures, including the total par value of the Debentures and Debenture Interest.

This will be at a conversion price which will be based on the Simple Average of Volume Weighted Average Price of an Ordinary Voting Share of the Company as published by the CSE, during the three months (03) period, immediately preceding the date of the Trigger Event.

The CDS upload pertaining to the Ordinary Voting Shares will be completed within ten (10) market days from the date of allotment of such shares

In the event of any Debenture Holder being entitled to a fractional allotment of an Ordinary Voting Share on such issuance and allotment, the Company shall settle such sums in cash, based on the conversion price of such share within fourteen (14) market days from the date of allotment of the said Ordinary Voting Shares

6.3 Conversion and Trigger

The bank decided to use simple average of Volume Weighted Average Price (VWAP) as indicated above since it provides the most practical and equitable pricing formula for conversion. Accordingly, the formula takes into account market price over a reasonable period avoiding near term price volatility as well as the volume impact in pricing. Furthermore, this formula provides a consistent and transparent mechanism to derive conversion price at a particular date obtained from publicly available price data disseminated by the CSE.

Furthermore, conversion to Ordinary Voting Shares will rank *paripassu* with existing shareholder rights (i.e. superior to non-voting shares).

Convertible securities carry credit risk in relation to the issuer and the convertible Debenture will be traded more akin to a bond than a share.

If there is an issuance of Ordinary Voting Shares to the Debenture Holders upon the occurrence of the Trigger Event, a Debenture Holder would cease to be a Debenture Holder and would become a shareholder of the Company to the extent of such issuance and will rank equal and *paripassu* with existing Ordinary Voting Shareholders with voting rights after the date of allotment of new shares to such shareholders (i.e. the previous Debenture holders).

Subsequent to the Debenture Holders becoming shareholders of the Company, due to the occurrence of the Trigger Event, they would be entitled to exercise such rights as are exercisable by the other shareholders of the Company holding Ordinary Voting Shares. Once the conversion of Debentures is concluded the convertible Debentures will cease to exist.

With the reduction of the interest bearing liabilities as stated above, the financing cost will reduce and improve the bottom line of the Bank which in turn leave more assets leftover for distribution to the share-holders in the event of a liquidation.

6.4 Dilution of Share Holding upon Conversion of Debentures

In the event of conversion to ordinary voting shares, there would be a dilution of the existing shareholding percentage held by the existing shareholders. However, the extent of the dilution will be dependent on several factors that cannot be determined at this point, due to the following;

- a. The number of shares to be issued resulting from such a conversion will be determined by the 'conversion price' at the 'Trigger point' as detailed below.

There will be a dilution impact on the shareholdings of the existing shareholders. If the simple average of Volume Weighted Average Price (VWAP) at the point of conversion is low as compared to the prevailing share price, it would result in allocating comparatively higher number of Ordinary Voting Shares issued by the Bank, which in turn will dilute the shareholding of existing shareholders.

If the simple average of Volume Weighted Average Price (VWAP) at the point of conversion is high as compared to the prevailing share price, it would result in allocating comparatively lower number of Ordinary Voting Shares issued by the Bank, which will dilute the shareholding of existing shareholders to a lesser extent than the former.

- b. The extent of dilution of existing shareholders will need to be determined by how many shares are in issue at the time of such a conversion. Such a number can vary during the tenure of the Debentures due to issuance of new shares by way of scrip dividends, rights issues and capitalization of reserves.

7 Redemption of Debentures

The proposed Debentures will be redeemed after five (5) and seven (7) years from the date of allotment of such Debentures and the principal sum plus unpaid and accrued interest (if any) payable on the redemption of Debentures will be paid not later than three (03) working days from the date of redemption, unless a 'Trigger Event' occurs as detailed above.

B Proposed Resolution

B.1 Extraordinary General Meeting

As per rule No.22.1.k of the Listing Rules of the CSE, the Company is required to obtain the approval of the shareholders for the proposed Debenture Issue by way of a special resolution. Further, it will also be necessary to obtain, by way of a duly passed special resolution, the approval of the shareholders for the proposed share issue which arises pursuant to the conversion of Debentures, which may affect the rights attached to the Company's existing Ordinary Voting Shares, in compliance with Section 99 of the Companies Act No.7 of 2007.

An Extraordinary General Meeting of the Company is being convened in accordance with the Notice of the Meeting attached hereto, for the purpose of passing the special resolutions set out therein.

Shareholders who are unable to attend the meeting in person are kindly requested to complete the enclosed Form of Proxy (in accordance with the instructions specified therein) and deposit it at the Registered Office of the Company not less than 48 hours before the time appointed for the meeting.

By Order of the Board



.....
Theja Silva
COMPANY SECRETARY
NATIONS TRUST BANK PLC
Colombo, on this 28th October 2019

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of Nations Trust Bank PLC (the "Bank") will be held at the Hilton Colombo Residences, No. 200, Union Place, Colombo 02, Sri Lanka, on 27th November, 2019 at 3.00 p.m. for the following purpose:

To consider and if thought fit to pass the following as a Special Resolution:

- a) That the Directors be and are hereby authorized to raise a sum not exceeding Sri Lankan Rupees Four Thousand Five Hundred Million (LKR 4,500,000,000/-) by the issue of Thirty Five Million (35,000,000) Basel III Compliant, Tier 2, Listed, Rated, Unsecured, Subordinated, Redeemable Five Year Debentures (2019-2024) and Seven Year Debentures (2019-2026) with a non-viability conversion as directed by the Central Bank of Sri Lanka at the par value of Sri Lankan Rupees One Hundred (LKR 100/-) each with an option to issue up to a further Ten Million (10,000,000) of said Debentures in the event of an oversubscription of the initial issue;
- b) To issue and allot Ordinary Voting Shares of the Bank to the holders of the Debentures through conversion of the Debentures and issuance of new Ordinary Voting Shares to cover up to the total outstanding under the Debentures including the par value of the Debentures plus accrued and unpaid Debenture Interest (if any) , In the event the Monetary Board of the Central Bank of Sri Lanka ("CBSL") considers that a 'Trigger Event' has occurred and has deemed it appropriate that the total outstanding of the Debentures be converted to Ordinary Voting Shares of the Bank (ranking equal and *paripassu* with the existing Ordinary Voting Shares of the Bank)
- c) That the conversion price for such conversion to Ordinary Voting Shares shall be based on the Simple Average of Volume Weighted Average Price of Ordinary Voting Shares of the Company as published by the Colombo Stock Exchange, during the three months (03) period, immediately preceding the date of the Trigger Event, as determined by the Central Bank of Sri Lanka.
- d) That in the event of, any Debenture Holder being entitled to a fractional allotment of an Ordinary Voting Share on such issuance and allotment, the Company shall settle such sums in cash, based on the conversion price of such share within fourteen (14) market days from the date of allotment of the said Ordinary Voting Shares
- e) That such shares be offered to the holders of the Debentures on the aforesaid basis in lieu of the amounts due and payable on the Debentures without such shares being in the first instance offered to the then existing ordinary shareholders of the Bank, with voting rights *paripassu* to their shareholding.

- f) That the BASEL III compliant Debenture Issue shall be subject to regulatory approvals from the Central Bank of Sri Lanka, the Colombo Stock Exchange and the Securities and Exchange Commission of Sri Lanka (as applicable) and the issue and secondary market trading of such Debentures will be limited to 'Qualified Investors' as defined by the Colombo Stock Exchange.

By Order of the Board



Theja Silva
COMPANY SECRETARY
NATIONS TRUST BANK PLC
Colombo, on this 28th day of October, 2019

Note:-

A member is entitled to appoint a Proxy to attend and vote on his/her behalf and a Proxy need not be a member of the Bank. A Form of Proxy is attached for the purpose. The instrument appointing a Proxy must be deposited at the Registered Office of the Bank at No.242, Union place, Colombo 02, not less than forty-eight (48) hours before the time fixed for holding of the meeting.

You are kindly requested to bring with you, your National Identity Card or any valid source of identification. (E.g. Driving License, Passport etc.).

Form of Proxy (VOTING SHAREHOLDERS)

I/We.....of
.....being a
member/members of Nations Trust Bank PLC, hereby appoint
of or failing him/her

Mr. Gihan Cooray	or failing him
Mr. Murtaza Jafferjee	or failing him
Mr. Prasanna De Silva	or failing him
Mr. Suran Wijesinghe	or failing him
Mr. Conrad D'Souza	or failing him
Ms. Rachini Rajapaksa	or failing her
Mr. Russell De Mel	or failing him
Mr. Sumit Maheshwari	or failing him
Mr. Savanth Sebastian	or failing him
Ms. Sherin Cader	or failing her
Mr. Chanaka Wickramasuriya	or failing him
Mr. Arjun Fernando	or failing him
Ms. Renuka Fernando	

as my/our Proxy to represent me/us and to vote for me/us on my/our behalf at the Extraordinary General Meeting of the Company to be held on 27th November, 2019 at 3.00 p.m., for the purpose of passing, if thought fit the **SPECIAL RESOLUTION**, set out in the Notice of Meeting dated 28th October, 2019, and at any adjournment thereof and at every poll which may be taken in consequence thereof.

The Proxy may represent me/us, speak on my/our behalf and vote on my/our behalf as he/she thinks fit on any other resolution brought before the meeting.

In witness I/we placed my/our hand/s hereto on this (....) day of November, 2019.

.....
Signature/s

Please indicate with a () in the space below how you wish your votes to be cast:

To approve the **Special Resolution** set out in the Notice of Meeting dated 28th October 2019

For

Against

☐☐

Instructions as to Completion

1. Please perfect the Form of Proxy by filling in legibly your full name and address, by signing in the space provided and filling in the date of signature.
2. The completed Form of Proxy should be deposited at the Registered Office of the Company at No. 242, Union Place, Colombo 2, not less than 48 hours before the time appointed for the holding of the Meeting.
3. If the Form of Proxy is signed by an Attorney, the Power of Attorney should accompany the Form of Proxy for registration, if such Power of Attorney has not already been registered with the Company.
4. If the appointer is a Company or Corporation, this Form must be executed under the Common Seal or the hand of a duly Authorised Officer.
5. If this Form is returned without any indication as to how the person appointed as Proxy shall vote, the Proxy shall exercise his/her discretion as to how he/she votes, or whether he/she abstains from voting.

Please fill in the following details:

NIC No.:	
Share Folio No.:	
Name:	
Address:	
Jointly with:	

Form of Proxy (NON-VOTING SHAREHOLDERS)

I/We of
..... being a member/members of Nations Trust Bank PLC, hereby appoint
..... of
..... or failing him/her

Mr. Gihan Cooray	or failing him
Mr. Murtaza Jafferjee	or failing him
Mr. Prasanna De Silva	or failing him
Mr. Suran Wijesinghe	or failing him
Mr. Conrad D'Souza	or failing him
Ms. Rachini Rajapaksa	or failing her
Mr. Russell De Mel	or failing him
Mr. Sumit Maheshwari	or failing him
Mr. Savanth Sebastian	or failing him
Ms. Sherin Cader	or failing her
Mr. Chanaka Wickramasuriya	or failing him
Mr. Arjun Fernando	or failing him
Ms. Renuka Fernando	

as my/our Proxy to represent me/us on my/our behalf at the Extraordinary General Meeting of the Company to be held on 27th November, 2019 at 3.00 p.m., for the purpose of passing, if thought fit the **SPECIAL RESOLUTION**, set out in the Notice of Meeting dated 28th October, 2019, and at any adjournment thereof and at every poll which may be taken in consequence thereof.

In witness I/we placed my/our hand/s hereto on this (....) day of November, 2019.

.....
Signature/s

Instructions as to Completion

1. Please perfect the Form of Proxy by filling in legibly your full name and address, by signing in the space provided and filling in the date of signature.
2. The completed Form of Proxy should be deposited at the Registered Office of the Company at No. 242, Union Place, Colombo 2, not less than 48 hours before the time appointed for the holding of the Meeting.
3. If the Form of Proxy is signed by an Attorney, the Power of Attorney should accompany the Form of Proxy for registration, if such Power of Attorney has not already been registered with the Company.
4. If the appointer is a Company or Corporation, this Form must be executed under the Common Seal or the hand of a duly Authorised Officer.
5. If this Form is returned without any indication as to how the person appointed as Proxy shall vote, the Proxy shall exercise his/her discretion as to how he/she votes, or whether he/she abstains from voting.

Please fill in the following details:

NIC No.:	
Share Folio No.:	
Name:	
Address:	
Jointly with:	

If undelivered, please return to:-
Nations Trust Bank PLC
No. 242, Union Place
Colombo 02.